

AN ORDINANCE

98478

AUTHORIZING ENGAGEMENT OF THE LAW FIRMS OF FULBRIGHT & JAWORSKI, L.L.P.; THE LAW OFFICES OF BILL AVILA; A JOINT PROPOSAL BY LOEFFLER, JONAS & TUGGEY, L.L.P. AND VINSON & ELKINS, L.L.P.; HOLLAND & KNIGHT, L.L.P.; MCCALL, PARKHURST & HORTON, L.L.P.; A JOINT PROPOSAL BY ESCAMILLA & PONECK, INC. AND ANDREWS & KURTH, L.L.P.; AND WINSTEAD, SECHREST & MINICK, P.C. AS BOND COUNSEL ON POSSIBLE CITY OF SAN ANTONIO FINANCING TRANSACTIONS INVOLVING "LEASE-LEASEBACK" TRANSACTIONS FOR REAL ESTATE, QUALIFIED TECHNOLOGICAL EQUIPMENT, AND ROLLING STOCK; THE CONVENTION CENTER HOTEL PROJECT; PENSION OBLIGATION BONDS; AND THE ANALYSIS OF SECURITIZATION, MONETIZATION, AND RELATED ISSUES IN CONNECTION WITH THE PROPOSED TRANSACTIONS.

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WHEREAS, the City of San Antonio has historically retained legal bond counsel to assist with the authorization, issuance, sale and delivery of various public financings associated with the City's infrastructure construction and improvements; and

WHEREAS, there are presently three law firms under contract with the City under an engagement that began in 2000: Fulbright & Jaworski, L.L.P., Escamilla & Poneck, Inc., and McCall, Parkhurst & Horton, L.L.P., and in September 2004 the City Council approved an extension of the contracts with those firms through September 30, 2004; and

WHEREAS, the scope of services under current bond counsel contracts does not include the possible transactions for which bond counsel are required; and

WHEREAS, this action authorizes the engagement of the law firms of Fulbright & Jaworski, L.L.P.; Law Offices of Bill Avila; a joint proposal by Loeffler, Jonas & Tuggey, L.L.P. and Vinson & Elkins, L.L.P.; Holland & Knight, L.L.P.; McCall, Parkhurst & Horton, L.L.P.; a joint proposal by Escamilla & Poneck, Inc. and Andrew & Kurth, L.L.P.; and Winstead Sechrest & Minick, P.C. as bond counsel on possible upcoming City of San Antonio financing transactions including lease-leaseback" transactions for real estate, qualified technological equipment, and rolling stock; a transaction in support of the Convention Center Hotel Project; pension obligation

bonds; and the analysis of securitization, monetization, and related issues in connection with the proposed transaction; **NOW THEREFORE.**

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

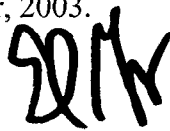
SECTION 1. The following law firms are hereby engaged as bond counsel for the designated proposed transactions and in the respective roles set out below:

FIRM	PROPOSED TRANSACTION	ROLE
Fulbright & Jaworski, L.L.P.	Lease-Leaseback of real estate; analysis of securitization, monetization, and related issues.	Lead co-counsel, with Law Offices of Bill Avila
Law Offices of Bill Avila	Lease-leaseback of real estate	Co-counsel with Fulbright & Jaworski, L.L.P.
	Pension Obligation Bonds	Co-counsel with Winstead, Sechrest & Minick, P.C.
McCall, Parkhurst & Horton, L.L.P.	Convention Center Hotel Project	Lead co-counsel, with joint proposal by Escamilla & Poneck, Inc. and Andrews Kurth L.L.P.
Joint proposal by Escamilla & Poneck, Inc. and Andrews Kurth L.L.P.	Convention Center Hotel Project	Co-counsel with McCall, Parkhurst & Horton, L.L.P.
	Lease-leaseback for rolling stock	Co-counsel with Holland & Knight, L.L.P.
Holland & Knight	Lease-leaseback for rolling stock	Lead co-counsel, with joint proposal by Escamilla & Poneck, Inc. and Andrews Kurth L.L.P.
Joint proposal by Loeffler, Jonas & Tuggey L.L.P. and Vinson & Elkins L.L.P.	Lease-leaseback for qualified technology equipment	Lead co-counsel, with joint proposal by Escamilla & Poneck, Inc. and Andrews Kurth L.L.P.
Winstead, Sechrest & Minick, P.C.	Pension Obligation Bonds	Lead co-counsel, with Law Offices of Bill Avila

SECTION 2: The City Attorney, in consultation with the Finance Director, shall negotiate with each of the recommended firms fees which are to be paid contingent upon the receipt of bond revenues from each particular transaction and other terms for each engagement, in accordance with industry standards and City policy. The City Manager is authorized, for 45 days following the effective date of this ordinance, to execute contracts with said firms, in such form and content as first approved by the City Attorney. In connection with the lease-leaseback transaction involving City real estate, the payment of non-contingent legal fees and expenses incurred in the evaluation of the transaction requires City Council authorization and approval if those fees and expenses exceed \$25,000.

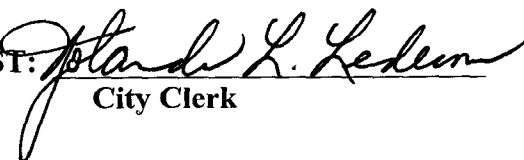
SECTION 3. This Ordinance shall become effective on and after the tenth (10th) day after passage hereof.

PASSED AND APPROVED this 13th day of November, 2003.

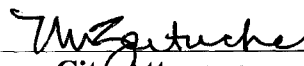


M A Y O R

EDWARD D. GARZA

ATTEST: 
City Clerk

APPROVED AS TO FORM:


for City Attorney